Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB Number: 3235-0076 Expires: January 31, 2009 Estimated average burden hours per response: 4.00

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

lame of Issuer	Previous Name(s)	None	Entity Type (Select one)
lue City Cycles & Cafe, LLC			Corporation
urisdiction of Incorporation/Organization			Limited Partnership
linois			Limited Liability Company
			General Partnership
ear of Incorporation/Organization elections:			Business Trust Other (Specify:
Over Five Years Ago (Within Last Five	Years 2008	et to Be Formed	
(specify year	1) 2008		
nore than one issuer is filing this notice, c	heck this box 🔲 and identi	fy addition <mark>al issue</mark> r(s) by a	attaching Items 1 and 2 Continuation Page(s).)
m 2. Principal Place of Business	and Contact Informa	tion	- AFECT
treet Address 1		Street Address 2	PROCESS
45 North Damen			NAR 2 200
ity	State/Province/Country	ZIP/Postal Code	Wi
hicago	Illinois	60622	Phone No. 31228642907407//SONT
incago .		00022	P41 .4100.
m 3. Related Persons			
ast Name	First Name		Middle Name
(nipper	Clare		6~
treet Address 1		Street Address 2	Waij Processin Section
45 North Damen			Section
ity	State/Province/Country	ZIP/Postal Code	FED
hicago	Illinois	60622	' EB 1 7 200.a
elationship(s): Executive Officer	☑ Director ☐ Promoter		FEB 1 7 2009 Washington, DC
MATIONS THOUSE I FEARCULIVE OFFICES			TA- DC
· · · · · · · · · · · · · · · · · · ·			
larification of Response (if Necessary)	anaging member of the l		
larification of Response (if Necessary) m	tify additional related perso		
larification of Response (if Necessary) m (Iden m 4. Industry Group (Select	tify additional related perso one)	ns by checking this box [2	
larification of Response (if Necessary) (Iden m 4. Industry Group (Select Agriculture	tify additional related perso one) Busines		
(Iden (Iden m 4. Industry Group (Select Agriculture Banking and Financial Services	tify additional related perso one) Busines Energy	ns by checking this box [2	✓ and attaching item 3 Continuation Page(s).)
larification of Response (if Necessary) (Iden m 4. Industry Group (Select Agriculture	tify additional related perso one) Busines Energy	ns by checking this box [2	
Ilarification of Response (if Necessary) (Iden m 4. Industry Group (Select Agriculture Banking and Financial Services Commercial Banking	tify additional related perso one) Busines Energy Ele	ns by checking this box [2 ss Services ctric Utilities	Construction REITS & Finance Residential Other Real Estate
(Iden ### A. Industry Group (Select ### Agriculture ### Banking and Financial Services Commercial Banking Insurance	one) Busines Energy Ele Coz	ns by checking this box [2 ss Services ctric Utilities ergy Conservation	Construction REITS & Finance Residential Other Real Estate Retailing
(Iden ## 4. Industry Group (Select ## Agriculture ## Banking and Financial Services ## Commercial Banking ## Insurance ## Investing	tify additional related perso one) Busines Energy Ele Coa	ns by checking this box SS Services ctric Utilities ergy Conservation al Mining	Construction REITS & Finance Residential Other Real Estate Restaurants
(Iden ## 4. Industry Group (Select ## Agriculture ## Banking and Financial Services ## Commercial Banking ## Insurance ## Investing ## Investing ## Investment Banking ## Pooled Investment Fund If selecting this industry group, also se	tify additional related person one) Busines Energy Ele Coa Env Oil	ns by checking this box Services ctric Utilities ergy Conservation al Mining	Construction REITS & Finance Residential Other Real Estate Restaurants Technology
(Iden ## 4. Industry Group (Select ## Agriculture ## Banking and Financial Services ## Commercial Banking ## Insurance ## Investing ## Investment Banking ## Pooled Investment Fund ## If selecting this industry group, also se type below and answer the question be	tify additional related person one) Busines Energy Ele Coa Env Oil	ess Services ctric Utilities ergy Conservation al Mining elronmental Services & Gas eer Energy	Construction REITS & Finance Residential Other Real Estate Restaurants Technology Computers
(Iden ## 4. Industry Group (Select ## Agriculture ## Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund If selecting this industry group, also se type below and answer the question be Hedge Fund	busines Busines Energy Ele Ene Coo Env Oil lect one find Cothelow: Health 6	ess Services ctric Utilities ergy Conservation al Mining elronmental Services & Gas eer Energy	Construction REITS & Finance Residential Other Real Estate Restaurants Technology Computers Telecommunications
(Iden ## 4. Industry Group (Select ## Agriculture ## Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund If selecting this industry group, also se type below and answer the question be Hedge Fund Private Equity Fund	business Energy Ele Energy Energy Ele Energy Oil lect one find Below: Health (Bio	ns by checking this box Services ctric Utilities ergy Conservation al Mining elronmental Services & Gas er Energy Care	Construction REITS & Finance Residential Other Real Estate Retailing Restaurants Technology Computers Telecommunications Other Technology
(Iden ## 4. Industry Group (Select ## Agriculture ## Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund If selecting this industry group, also se type below and answer the question be Hedge Fund Private Equity Fund Venture Capital Fund	etify additional related person one) Busines Energy Ele Coa Ent Oil lect one fund Oth selow: Health G	ns by checking this box Services ctric Utilities ergy Conservation al Mining elronmental Services & Gas er Energy Care technology	Construction REITS & Finance Residential Other Real Estate Restaurants Technology Computers Telecommunications Other Technology Travel
(Iden (Iden (Iden 4. Industry Group (Select Agriculture Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund If selecting this industry group, also se type below and answer the question be Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund	tify additional related person one) Busines Energy Ele Ene Coa Env Oil lect one fund below: Health (Bio Hea Hos	ers by checking this box Services ctric Utilities ergy Conservation al Mining elronmental Services & Gas are Energy Care technology alth Insurance epitals & Physcians ermaceuticals	Construction REITS & Finance Residential Other Real Estate Retailing Restaurants Technology Computers Telecommunications Other Technology Travel Airlines & Airports
(Iden (Iden (Iden 4. Industry Group (Select Agriculture Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund If selecting this industry group, also se type below and answer the question be Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an investion of the process of the proce	tify additional related person one) Busines Energy Ele Energy Oil lect one find Oth selow: Health (Hea Hos Pha estment Company	ss Services ctric Utilities ergy Conservation al Mining elronmental Services & Gas eer Energy Care technology bith Insurance spitals & Physcians er maceuticals eer Health Care	Construction REITS & Finance Residential Other Real Estate Retailing Restaurants Technology Computers Telecommunications Other Technology Travel Airlines & Airports Lodging & Conventions
(Iden (Iden (Iden 4. Industry Group (Select Agriculture Banking and Financial Services Commercial Banking Insurance Investing Investment Banking Pooled Investment Fund If selecting this industry group, also se type below and answer the question be Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund	tify additional related person one) Busines Energy Ele Coa Env Oil lect one find othelow: Health G Blo Hea Hos Pha estment Company Manufa	ers by checking this box services ctric Utilities ergy Conservation al Mining elronmental Services & Gas ere Energy Care technology alth Insurance epitals & Physcians ermaceuticals ere Health Care ecturing	Construction REITS & Finance Residential Other Real Estate Retailing Restaurants Technology Computers Telecommunications Other Technology Travel Airlines & Airports
(Iden (Iden (Iden 4. Industry Group (Select Agriculture Banking and Financial Services Commercial Banking Insurance Investing Investing Investment Banking Pooled Investment Fund If selecting this industry group, also se type below and answer the question between the private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an invecompany under the Investment	tify additional related person one) Busines Energy Ele Coa Env Oil lect one find othelow: Health Bio Hea Hos Pha estment Company Manufa Real Est	ers by checking this box services ctric Utilities ergy Conservation al Mining elronmental Services & Gas ere Energy Care technology alth Insurance epitals & Physcians ermaceuticals ere Health Care ecturing	Construction REITS & Finance Residential Other Real Estate Retailing Restaurants Technology Computers Telecommunications Other Technology Travel Airlines & Airports Lodging & Conventions Tou

FORM D . U.S. Securities and Exchange Commission

Item 5. Issuer Size (Select one)	
Revenue Range (for Issuer not specifying "hedge" or "other investment" fund in Item 4 above)	Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)
○ No Revenues	OR No Aggregate Net Asset Value
\$1 - \$1,000,000	\$1 - \$5,000,000
\$1,000,001 - \$5,000,000	S5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000	S50,000,001 - \$100,000,000
Over \$100,000,000	Over \$100,000,000
O Decline to Disclose	O Decline to Disclose
Not Applicable	Not Applicable
Item 6. Federal Exemptions and Exclusions Cla	nimed (Select all that apply)
	nvestment Company Act Section 3(c)
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1) Section 3(c)(9)
Rule 504(b)(1)(i)	Section 3(c)(2) Section 3(c)(10)
Rule 504(b)(1)(ii)	Section 3(c)(3) Section 3(c)(11)
Rule 504(b)(1)(iii)	Section 3(c)(4) Section 3(c)(12)
Rule 505	Section 3(c)(5) Section 3(c)(13)
Rule 506	Section 3(c)(6) Section 3(c)(14)
Securities Act Section 4(6)	Section 3(c)(7)
tem 7. Type of Filing	
New Notice OR Amendme	nt
Date of First Sale in this Offering: 1/1/2009	OR First Sale Yet to Occur
7/1/2005	ON
tem 8. Duration of Offering	
Does the issuer intend this offering to last more than	one year? Yes 🛛 No
tem 9. Type(s) of Securities Offered (Select	all that apply)
Equity	Pooled Investment Fund Interests
Debt	☐ Tenant-in-Common Securities
	Mineral Property Securities
Option, Warrant or Other Right to Acquire Another Security	Other (Describe)
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	
Item 10. Business Combination Transaction	
Is this offering being made in connection with a busi transaction, such as a merger, acquisition or exchange off	
Clarification of Response (if Necessary)	

$\label{eq:form} \textbf{FORM D} \qquad . \qquad \textbf{U.S. Securities and Exchange Commission}$

Item 11. Minimum Investment						
Minimum investment accepted from any	outside investor \$	5,000				
Item 12. Sales Compensation						
Recipient		Recipient C	RD Number		4	
					☐ No CRD Num	ber
Associated) Broker or Dealer N	lone	(Associated	d) Broker or Dea	ler CRD Nu	mber	
					☐ No CRD Numi	ber
Street Address 1		Street Addr	ess 2	<u> </u>		
		L		<u>.</u>		
City	State/Province	e/Country	ZIP/Postal Cod	de		
States of Solicitation All States AL AK AZ AR	☐ CÀ!//☐ còsi∈	iên în în	e≨a∏∂oG		TTGASTTTHIC T	lD'
	KY LA	14 = 3 N = 1 T	AD MA	PILLESSE ☐ MI	MN MS	MO
		NY 🗆 N	IC / D ND		□ok (Cor) □	PA :
RI SC SD TN	□тх □ ∪т □		'A 🔲 WA	□ wv	wi wy	PR
(Identify additional person		tion by checki	ng this box []	and attach	ing Item 12 Continuation	Page(s).
Item 13. Offering and Sales Amo	Junis					
(a) Total Offering Amount	S			OR	✓ Indefinite	
· ·	\$ 15,000					
(c) Total Remaining to be Sold	s	<u></u>		OR		
(Subtract (a) from (b)) Clarification of Response (if Necessary)	·			J OK	✓ Indefinite	
Claim Cation of Response (in recessary)					, , , , , , , , , , , , , , , , , , ,	
						
Item 14. Investors						
Check this box X if securities in the offer number of such non-accredited investors			leave t	qualify as ac	credited investors, and en 	ter the
	·		^{1119:} 2			
Enter the total number of investors who	alroady have invested in (he offering:				
		_	2			
Item 15. Sales Commissions and	d Finders' Fees Ex	penses				
Provide separately the amounts of sales c check the box next to the amount.	ommissions and finders' (fees expenses	, if any. If an a	mount is no	t known, provide an estim	ate and
		Sales Commis	ssions \$		Estimate	
Clarification of Response (if Necessary)		Finders	Fees \$		Estimate	
		·····	7			

number.

U.S. Securities and Exchange Commission

Clarification of Response (if Necessary) It is expected that the proceeds will be used to fund general working capital needs (other than salary).	Item 16. Use of Proceeds	11
It is expected that the proceeds will be used to fund general working capital needs (other than salary). Signature and Submission Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice. Terms of Submission. In Submitting this notice, each identified issuer is: Notifying the SEC and/or each State in which this notice is filled of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees. Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filled, as its agents for service of process, and agreeing that these persons may accept service on a behalf, of any notice, process on pleading, and furnished to offerees. Irrevocably appointing each of the Securities and its any State in which this notice is filled, as its agents for service of process, and agreeing that such service may be made by registered or certified mall, in any Federal or state action, administrative proceeding, or arbitration has activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or incider, upon the provisions of (ii) the Securities Act of 1933, the Securities Eachange Act of 1934, the Trust indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (iii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filled. Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii). This undertaking does not affect any limits Section 102(a) of the	used for payments to any of the persons required to be named as	executive officers, \$ 0
Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice. Terms of Submission. In Submitting this notice, each identified issuer is: Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.* Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, proceeding, or arbitration for adjusting the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration for arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed. Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons, stated in Rule 505 (DIC)(III). This undertaking does not affect any limits Section 102(a) of the National Securities Markets improvement Act of 1996 ("NSMA7) [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to req	Clarification of Response (if Necessary)	
Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice. Terms of Submission. In Submitting this notice, each identified issuer is: Notifying the SEC and/or each State in which this notice is filled of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees. I revocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration for prought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration for provisions of: (6) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed. Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii). This undertaking does not affect any limits Section 102(a) of the National Securities Markets improvement Act of 1996 ("NSMIAT) (Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1990)) imposes on the ability of States to require in	It is expected that the proceeds will be used to fund ge	eneral working capital needs (other than salary).
Notifying the SEC and/or each State in which this notice is filled of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees. Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed. Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii). This undertaking does not affect any limits Section 102(a) of the National Securities Markets improvement Act of 1996 ('NSMIA') [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 1, 1.1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D, states cannot routinely require offering materials under this undertaking or otherwise and can requir	Signature and Submission	
Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees. Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as it sagents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration lay arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed. Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii). This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ('NSMIA') [Pub. L. No. 104-290, 110 Stat. 2416 (Oct. 1), 1990] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D sales control to the Internal Securities for proposes of NSMIA, whether in all instances or due to the n	Please verify the information you have entered and review the	e Terms of Submission below before signing and submitting this notice.
Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or Indirectly, upon the provisions of: (ii) the Securities Act of 1933, the Securities Sechange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed. Certifying that, if the issuer Is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii). This undertaking does not affect any limits Section 102(a) of the National Securities Markets improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials under this undertaking or otherwise and can require offering materials	Terms of Submission. In Submitting this notice, each	identified issuer is:
110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority. Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.) Issuer(s) Name of Signer Clare Knipper Title Managing Member Date 1 2-2-07	Irrevocably appointing each of the Secretary of the the State in which the issuer maintains its principal place of be process, and agreeing that these persons may accept service such service may be made by registered or certified mail, in a against the issuer in any place subject to the jurisdiction of the activity in connection with the offering of securities that is the provisions of: (i) the Securities Act of 1933, the Securities Excitate in which the issuer maintains its principal place of business of the provisions of the investment Advisers Act of 1940. State in which the issuer maintains its principal place of business and the provisions of the investment Advisers Act of 1940.	e SEC and the Securities Administrator or other legally designated officer of business and any State in which this notice is filed, as its agents for service of e on its behalf, of any notice, process or pleading, and further agreeing that any Federal or state action, administrative proceeding, or arbitration brought the United States, if the action, proceeding or arbitration (a) arises out of any me subject of this notice, and (b) is founded, directly or indirectly, upon the change Act of 1934, the Trust Indenture Act of 1939, the Investment 40, or any rule or regulation under any of these statutes; or (ii) the laws of the iness or any State in which this notice is filed.
undersigned duly authorized person. (Check this box in Item 1 above but not represented by signer below.) Issuer(s) Blue City Cycles & Cafe, LLC Clare Knipper Title Managing Member Date Number of continuation pages attached:	110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of States to rec "covered securities" for purposes of NSMIA, whether in all instances routinely require offering materials under this undertaking or other so under NSMIA's preservation of their anti-fraud authority.	quire information. As a result, if the securities that are the subject of this Form D are so due to the nature of the offering that is the subject of this Form D, States cannot wise and can require offering materials only to the extent NSMIA permits them to do
Blue City Cycles & Cafe, LLC Clare Knipper Title Managing Member Date 1 2-2-09	undersigned duly authorized person. (Check this box a	
Number of continuation pages attached: Title Managing Member Date 2-2-09	lssuer(s)	Name of Signer
Managing Member Date 1 2-2-09	Blue City Cycles & Cafe, LLC	Clare Knipper
Number of continuation pages attached: 1 2-2-09	Signature	Title
Number of continuation pages attached:		Managing Member
		2-2-09

U.S. Securities and Exchange Commission

Washington, DC 20549

Item 3 Continuation Page

Last Name	First Name		Middle Name
Lloyd	Owen		
Street Address 1		Street Address 2	
1014 West 34th Place			
City	State/Province/Country	ZIP/Postal Code	
Thicago Thicago	Illinois	60608	
Relationship(s): Execut	ive Officer 💢 Director 🦳 Promoter	1	
-	cessary) managing member of the	шс	
	- Indiagning member of the		
Last Name	First Name		Middle Name
cast traine	Frist Name		Middle Haine
Street Address 1		Street Address 2	
oriest Address 1		3 STEEL MAGICAN E	
City	State/Province/Country	ZIP/Postal Code	
city	Justic / Towner, Country	Zir/rostal code	
Relationship(s): 🔲 Execut	ive Officer 🔲 Director 📋 Promote	r	
Clarification of Response (if Ne	ressaru) l		
Clarification of Response (if Ne	ecessary)		
Clarification of Response (if Ne	cessary)		
Clarification of Response (if Ne	First Name		Middle Name
			Middle Name
		Street Address 2	Middle Name
Last Name		Street Address 2	Middle Name
Last Name		Street Address 2 ZIP/Postal Code	Middle Name
Last Name Street Address 1	First Name		Middle Name
Last Name Street Address 1 City	First Name State/Province/Country	ZIP/Postal Code	Middle Name
Last Name Street Address 1 City Relationship(s): Execut	State/Province/Country ive Officer Director Promote	ZIP/Postal Code	Middle Name
Last Name Street Address 1 City	State/Province/Country ive Officer Director Promote	ZIP/Postal Code	Middle Name
Last Name Street Address 1 City Relationship(s): Execut	State/Province/Country ive Officer Director Promote	ZIP/Postal Code	Middle Name
Last Name Street Address 1 City Relationship(s): Execut	State/Province/Country ive Officer Director Promote	ZIP/Postal Code	Middle Name
Last Name Street Address 1 City Relationship(s): Execut Clarification of Response (if Ne	State/Province/Country ive Officer Director Promote	ZIP/Postal Code	
Last Name Street Address 1 City Relationship(s): Execut Clarification of Response (if Ne	State/Province/Country ive Officer Director Promote	ZIP/Postal Code	
Last Name Street Address 1 City Relationship(s): Execut Clarification of Response (if Ne	State/Province/Country ive Officer Director Promote	ZIP/Postal Code	
Last Name Street Address 1 City Relationship(s): Execut Clarification of Response (if Ne	State/Province/Country ive Officer Director Promote	ZIP/Postal Code	
Last Name Street Address 1 City Relationship(s): Execut Clarification of Response (if Ne Last Name Street Address 1	State/Province/Country ive Officer Director Promote ccessary) First Name	ZIP/Postal Code T Street Address 2	
Last Name Street Address 1 City Relationship(s): Execut Clarification of Response (if Ne Last Name Street Address 1	State/Province/Country ive Officer Director Promote cessary) First Name State/Province/Country	ZIP/Postal Code Street Address 2 ZIP/Postal Code	
Last Name Street Address 1 City Relationship(s): Execut Clarification of Response (if Ne	State/Province/Country ive Officer Director Promote ccessary) First Name State/Province/Country ive Officer Director Promote	ZIP/Postal Code Street Address 2 ZIP/Postal Code	

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB APPROVAL

OMB Number: 3235-0076

Expires: January 31, 2009

Estimated average burden hours per response: 4.00

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

em 1. Issuer's Identity			
Name of Issuer Pres	vious Name(s)	None	Entity Type (Selectione)
Blue City Cycles & Cafe, LLC		<u></u>	Corporation
Jurisdiction of Incorporation/Organization			Limited Partnership
Illinois			Limited Liability Company
			General Partnership
Year of Incorporation/Organization			Business Trust
(Sulectione: Over Five Years Ago Within Last Five Years 7008	Yes	to Be Formed	Other (Specify:
(specify year) 2008		to be rounted	
if more than one issuer is filing this notice, check this bo	x and identify	additional Issuer(s) by attac	thing items 1 and 2 Continuation Page(s).
em 2. Principal Place of Business and Con	_		•
Street Address 1		Street Address 2	
845 North Damen			
	ovince/Country	ZIP/Postal Code	Phone No.
Chicago		60622	3122864290
Cincago Illinois		00022	7122004230
em 3. Related Persons			
Last Name F	First Name		Middle Name
Knipper	Clare		TEB ME
Street Address 1	•	Street Address 2	
845 North Damen			~
City State/Pro	vince/Country	ZIP/Postal Code	158
Chicago Illinois ,		60622	Me
	r Promoter		ashin.
		 	3'9'(10e
Clarification of Response (if Necessary) managing m	nember of the LL	<u>C</u>	Washingto 305
	nal related persons	by checking this box 🗵 ar	nd attaching item 3 Continuation Page(s).
em 4. Industry Group (Select one)			
Agriculture	Business	Services	Construction
Banking and Financial Services Commercial Banking	Energy Electr	lc Utilitles	REITS & Finance
Insurance	$\overline{}$	y Conservation	Residential
Investing	Coal A	•	Other Real Estate
Investment Banking	Ŏ Enviro	nimental Services	Retailing
Pooled Investment Fund		Gas.	Restaurants
	○ 018:0	C117	
\sim	<u> </u>	Energy	Technology
If selecting this industry group, also select one fund type below and answer the question below:	Other	Energy	Computers
If selecting this industry group, also select one fired	Other	Energy	Computers Telecommunications
If selecting this industry group, also select one fand type below and answer the question below:	Other Health Ca	fnergy Fe	Computers
If selecting this industry group, also select one find type below and answer the question below: Hedge Fund	Other Health Co Biotec	Energy : e :hnology	Computers Telecommunications Other Technology Travel
If selecting this industry group, also select one find type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other investment Fund	Other Health Cia Biotes Health Health	Energy : e chnology clinsurance	Computers Telecommunications Other Technology Travei Airlines & Airports
If selecting this industry group, also select one find type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the issuer registered as an Investment	Other Health Cia Biotes Health Hearth Hospit	f nergy : e thnology s Insurance tals & Physcians	Computers Telecommunications Other Technology Travei Airlines & Airports Lodging & Conventions
If selecting this industry group, also select one find type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other investment Fund Is the issuer registered as an Investment company under the investment Company	Other Health Cia Biotes Health Hearth Hospit	f nergy : e thnology t Insurance tals & Physcians aceuticals Health Care	Computers Telecommunications Other Technology Travei Airlines & Airports Lodging & Conventions Tourism & Trave! Services
If selecting this industry group, also select one find type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other investment Fund Is the issuer registered as an Investment company under the Investment Company	Other Health Ca Biotes Health Hospit Physics Coher	f nergy : e chnology t Insurance tals & Physcians aceuticals Health Care curing	Computers Telecommunications Other Technology Travei Airlines & Airports Lodging & Conventions

U.S. Securities and Exchange Commission

Item 5. Issuer Size (Select one)	
Revenue Range (for Issuer not specifying "hedge" or "other investment" fund in Item 4 above)	Aggregate Net Asset Value Range (for Issuer specifying "hedge" or "other investment" fund in Item 4 above)
O No Revenues	OR No Aggregate Net Asset Value
\$1 - \$1,000,000	\$1 - \$5,000,000
\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000
\$5,000.001 - \$25,000,000	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000
Over \$100,000,000	Over \$100,000,000
	Over \$100,000,000
Oecline to Disclose Not Applicable	Not Applicable
O Not Applicable	O Not Applicable
Item 6. Federal Exemptions and Exclusions Clai	med (Select all that apply)
	vestment Company Act Section 3(c)
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1) Section 3(c)(9)
Rule 504(b)(1)(i)	Section 3(c)(2) Section 3(c)(10)
Rule 504(b)(1)(ii)	Section 3(c)(3) Section 3(c)(11)
Rule 504(b)(1)(iii)	Section 3(c)(4)
Rule 505	Section 3(c)(5) Section 3(c)(13)
Rule 506	Section 3(c)(6)
Securities Act Section 4(6)	Section 3(c)(14) Section 3(c)(7)
Item 7. Type of Filing	
New Notice OR	t
Date of First Sale in this Offering: 1/1/2009	OR First Sale Yet to Occur
Item 8. Duration of Offering	
Does the issuer intend this offering to last more than	one year? Yes 🔀 No
Item 9. Type(s) of Securities Offered (Select a	all that apply)
Equity	Pooled Investment Fund Interests
Debt	☐ Tenant-in-Common Securities
	Mineral Property Securities
Option, Warrant or Other Right to Acquire Another Security	Other (Describe)
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	
Item 10. Business Combination Transaction	
Is this offering being made in connection with a busing transaction, such as a merger, acquisition or exchange offer	
Clarification of Response (if Necessary)	

U.S. Securities and Exchange Commission Washington, DC 20549

Minimum investment accepted from any outside investor	\$ 5,000		
tem 12. Sales Compensation	-		
ecipient	Recipient CRD Number		
			☐ No CRD Number
Associated) Broker or Dealer None	(Associated) Broker or De	aler CRD Nu	mber —
			No CRD Number
Street Address 1	Street Address 2		
City State/Provin	ice/Country ZIP/Postal Co	de	·-····
]	
States of Solicitation All States			
AL DAK DAZ DAR C CAS DCOS		====	
IL IN	☐ ME ☐ MO ☐ MA ☐ NY® ☐ NO® ☐ NO®	IM [] BHQ[]	MNMSMO ○□TOK®□□TOR®□□PA#
MT. □NE □NV.□NH26□NQ3□NM3[□RI □SC □SD □TN □TX □UT [. □ w	OK OR OR PR
(Identify additional person(s) being paid compens	sation by checking this box	and attach	ing Item 12 Continuation Page(s)
Item 13. Offering and Sales Amounts			
s]	
(a) Total Offering Amount	······································	J OR	✓ Indefinite
b) Total Amount Sold \$ 15,000		}	
(c) Total Remaining to be Sold \$		OR	
(Subtract (a) from (b)) Clarification of Response (if Necessary)		, -	_g moenine
Item 14. Investors			····
		116	
Check this box X if securities in the offering have been or may be number of such non-accredited investors who already have investors.		quality as ac	credited investors, and enter the
	<u>L</u>		
Enter the total number of investors who already have invested in	the offering:		
		 .	
Item 15. Sales Commissions and Finders' Fees E	xpenses		······································
Provide separately the amounts of sales commissions and finders check the box next to the amount.	s' fees expenses, if any. If an a	mount is no	it known, provide an estimate an
	Sales Commissions S	····	Estimate
	Finders' Fees S		Estimate
Clarification of Response of Necessary)			
1			•

number.

U.S. Securities and Exchange Commission

Item 16. Use of Proceeds		
Provide the amount of the gross proceeds of the offering that has been used for payments to any of the persons required to be named a directors or promoters in response to Item 3 above. If the amount is uestimate and check the box next to the amount.	s executive officers, \$ U	Estimate
Clarification of Response (if Necessary)		
It is expected that the proceeds will be used to fund g	eneral working capital needs (other tha	n salary).
Signature and Submission		
Please verify the information you have entered and review th	ne Terms of Submission below before signing	and submitting this notice.
Terms of Submission. In Submitting this notice, each	n Identified issuer is:	
the State in which the issuer maintains its principal place of process, and agreeing that these persons may accept service such service may be made by registered or certifled mail, in against the issuer in any place subject to the jurisdiction of activity in connection with the offering of securities that is to provisions of: (i) the Securities Act of 1933, the Securities Extended in the Securities act of 1933, the Securities Extended in which the issuer maintains its principal place of bus activitying that, if the issuer is claiming a Rule 505 the reasons stated in Rule 505(b)(2)(iii). This undertaking does not affect any limits Section 102(a) of the 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to reference securities for purposes of NSMIA, whether in all instance	te on its behalf, of any notice, process or pleat any Federal or state action, administrative pothe United States, if the action, proceeding of the subject of this notice, and (b) is founded, change Act of 1934, the Trust Indenture Act of 40, or any rule or regulation under any of the siness or any State in which this notice is filed exemption, the issuer is not disqualified from National Securities Markets Improvement Act of 19 equire information. As a result, if the securities that is or due to the nature of the offering that is the su	ding, and further agreeing that roceeding, or arbitration brought or arbitration (a) arises out of any directly or indirectly, upon the of 1939, the Investment se statutes; or (ii) the laws of the l
routinely require offering materials under this undertaking or othe so under NSMIA's preservation of their anti-fraud authority. Each identified issuer has read this notice, knows the content of the content is the content of the c	rwise and can require offering materials only to th	e extent NSMIA permits them to do e to be signed on Its behalf by the
,		
issuer(s)	Name of Signer	
Blue City Cycles & Cafe, LLC	Clare Knipper	
Lighature	Title	
	Managing Member	
	1.	Date
Number of continuation pages attached:	•	2-2-09
Persons who respond to the collection of information contained it	in this form are not required to respond unless t	he form displays a currently valid OMB

U.S. Securities and Exchange Commission

Washington, DC 20549

Item 3 Continuation Page

Item 3. Related Persons (Continued) Last Name First Name Middle Name Lloyd Owen Street Address 2 Street Address 1 1014 West 34th Place City State/Province/Country ZIP/Postal Code Illinois 60608 Chicago Relationship(s): Executive Officer Director Promoter Clarification of Response (if Necessary) | managing member of the LLC Middle Name Last Name First Name Street Address 1 Street Address 2 State/Province/Country ZIP/Postal Code City Executive Officer Director Promoter Relationship(s): Clarification of Response (if Necessary) Middle Name Last Name First Name Street Address 2 Street Address 1 State/Province/Country City ZIP/Postal Code Executive Officer Director Promoter Relationship(s): Clarification of Response (if Necessary) Last Name First Name Middle Name Street Address 2 Street Address 1 State/Province/Country City ZIP/Postal Code Executive Officer Director Promoter Relationship(s): Clarification of Response (If Necessary) (Copy and use additional copies of this page as necessary.)

